

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re MANULIFE FINANCIAL CORP.)	1:09-cv-06185-JFK
SECURITIES LITIGATION)	
)	ECF Case
)	
)	
_____	X	

**DECLARATION OF STUART C. NAIFEH IN SUPPORT OF
DEFENDANTS' MOTION TO DISMISS SECOND AMENDED COMPLAINT**

I, STUART C. NAIFEH, declare as follows:

1. I am an associate with Debevoise & Plimpton LLP, attorneys for Defendants in this action. I am admitted to practice before this Court. I submit this Declaration in support of Defendants' Motion to Dismiss the Second Amended Complaint to provide the Court with a copy of a document of which the Court may take judicial notice.

2. **Exhibit A** is a true and accurate copy of a document showing the differences between Plaintiffs' Second Amended Complaint dated July 22, 2011 ("SAC") and Plaintiffs' First Amended Complaint dated December 29, 2009 ("FAC"). All text that has been added to the SAC as compared to the FAC has been underlined and all text removed from the SAC as compared to the FAC has been stricken through.

I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, NY
November 16, 2011

/s/ Stuart C. Naifeh